

Musco & Company, P.A.

Certified Public Accountants

Florida
*New York

(941) 366-8711 Fax (941) 365-1690
800-664-7555

February 12, 1998

Florida Secretary of State
New Filings
P.O. Box 6327
Tallahassee, FL 32314

600002437696--8
-02/23/98--01074--008
****122.50 ****122.50

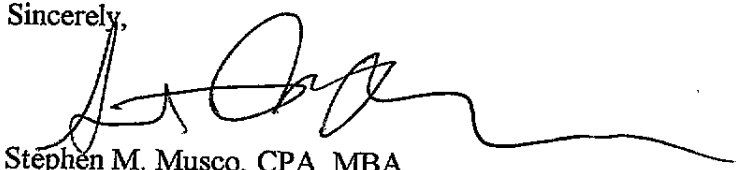
Please find enclosed Articles of Incorporation for J.D. Pool Works, Inc., a new Florida corporation. Also enclosed is the filing fee needed for a certified copy, totaling \$122.50.

The certified copy of the Articles and any correspondence are to be sent to:

Stephen M. Musco
Musco & Company, P.A.
1549 Ringling Boulevard
Suite 602
Sarasota, FL 34236

941-366-8711

Sincerely,


Stephen M. Musco, CPA, MBA
Registered Agent

FILED
98 FEB 23 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pme
2/24/98

1549 Ringling Boulevard Suite 602, Sarasota, Florida 34236

*Correspondent firm: Rogers & Co., Mineola, New York 800-EXEMPT-5

ARTICLES OF INCORPORATION

OF

J.D. Pool Works, Inc.

FILED

98 FEB 23 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: J.D. Pool Works, Inc..

ARTICLE II - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$0.001 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 701 Pine Run Drive, Osprey FL 34229.

ARTICLE VI -INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1549 Ringling Boulevard, Suite 602, Sarasota, FL 34236, and the registered agent at such office is Stephen M. Musco.

ARTICLE VII - DIRECTORS

This Corporation shall have 1 Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors are:

James W. Dineen

701 Pine Run Drive
Osprey, FL 34229

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation are:

Stephen M. Musco

1549 Ringling Blvd., Suite 602
Sarasota, FL 34236


The Undersigned has executed these Articles this 13th day of February, 1998.



Stephen M. Musco
Incorporator

Having been named as Registered Agent and to accept service of process for J.D. Pool Works, Inc., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

2/12/98
Date



Stephen M. Musco
Registered Agent